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July 15, 1999

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TARPONAIRE MOBILE HOME PARK, INC.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Amendment on behalf of the referenced corporation. Also enclosed is our check in the amount of \$52.50; \$35.00 for the filing fee; \$8.75 for one (1) certified copy of the filed Articles of Amendment and \$8.75 for one (1) certified copy of the Articles of Incorporation of the corporation.

Thank you for your kind assistance.

Sincerely,

Jack R. St. Arnold

JRS/jp
Enclosures

FILED
99 JUL 19 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

T. LEWIS JUL 22 1999

FILED
99 JUL 19 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
TARAPONAIRE MOBILE HOME PARK, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. **ARTICLE III NATURE OF BUSINESS**, is hereby deleted in its entirety and in its place shall be the following:

ARTICLE III NATURE OF BUSINESS

The purpose of this corporation is to acquire, own, maintain, operate, rent, sell or otherwise transfer or dispose of or lease that certain manufactured housing community known as Tarponaire Mobile Home Park located at 38791 U.S. Highway 19 North, Tarpon Springs, Florida 34689 (the "***Property***"), and to engage in activities and transactions which are necessary or advisable to accomplish the foregoing purposes. This corporation shall not engage in any other activity or business, and shall not change the foregoing business purposes without the prior written consent of the holder of any mortgage upon the foregoing Property.

2. **ARTICLE II LOCATION**, is hereby deleted in its entirety and in its place shall be the following:

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:

1181 Anclote Road, Tarpon Springs, Florida 34689

3. **ARTICLE XI LIMITATION ON ABILITY TO INCUR DEBT**, is hereby added as follows:

ARTICLE XI LIMITATION ON ABILITY TO INCUR DEBT

While any portion of that loan (the "***Mortgage Loan***") evidenced by that mortgage made by Bloomfield Acceptance Company, L.L.C. and secured the Property remains outstanding, the Company's ability to incur indebtedness is limited to (1) the Mortgage

Loan and (2) trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property.

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Statutes Section 607.1006, on July 15, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 15th day of July, 1999.

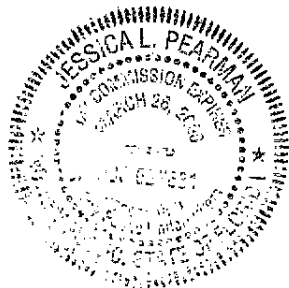

BENJAMIN D. RODDEY, III, President



CHRISTINA K. RODDEY, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared BENJAMIN D. RODDEY, III and CHRISTINA K. RODDEY, to me well known and known to me to be the persons who subscribed to and signed the above and foregoing Articles of Amendment, who, being by me first duly sworn, acknowledged and stated that they made and subscribed the above and foregoing Articles of Amendment for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid, this 15th day of July, A.D., 1999.




Notary Public
My Commission Expires: